

KOONTZ PAUL G
Form 4
March 05, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOONTZ PAUL G

(Last) (First) (Middle)

C/O FOUNDATION CAPITAL, 250
MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Financial Engines, Inc. [FNGN]

3. Date of Earliest Transaction
(Month/Day/Year)

03/01/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/01/2013		S ⁽¹⁾	34,220 D \$ 32.6083	8,000	I	By The Koontz Revocable Trust Dated 06/29/1998 ⁽³⁾
Common Stock					40,000	I	By Koontz Investments, LP Fund 3 ⁽²⁾
Common Stock					29,638	I	By Paul Koontz 2010 Annuity

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- (1) On 3/01/2013, Paul Koontz, as trustee of the Koontz Revocable Trust Dated 06/29/1998, sold 34,220 shares of stock.
- (2) Shares held by Koontz Investments, LP Fund 3. Paul Koontz is a General Partner of Koontz Investments, LP Fund 3 and disclaims beneficial ownership of the securities, except to the extent of his pecuniary interest therein.
- (3) Shares held by Paul G. Koontz as Trustee of the Koontz Revocable Trust Dated 06/29/1998.
- (4) Paul G. Koontz is the trustee of the Paul Koontz 2010 Annuity Trust.
Spouse of Paul G. Koontz, Andrea Koontz is the Trustee of the Andrea Koontz 2010 Annuity Trust. Mr. Koontz disclaims beneficial
- (5) ownership of the reported securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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